

PAUL A. LEEB
ATTORNEY - AT - LAW
VETERAN - WORLD WAR II - USMC
329 W. NATIONAL AVE.
MILWAUKEE 4, WIS.

December 22, 1948

Mr. George Bowen
President, Milwaukee Radio Amateurs Club, Inc.
c/o Bache and Co.
229 E. Wisconsin Ave.
Milwaukee, Wisconsin

Dear George:

After many hours of deliberation and going over the work several times I herewith submit to you my idea of the proposed amended Articles of Incorporation of the Milwaukee Radio Amateurs' Club, Inc. I have left sufficient space between the various articles so that we can later go over them and either add to or delete from them so that possibly after one or two meetings we can reach a satisfactory set of amended articles.

After the articles have been agreed upon, I can change the various paragraphs as decided upon and cut them apart and paste them together again in the proper order so that they can either be photostated or mimeographed, whichever will be the cheapest, as I feel every member of the corporation should have a copy of the proposed Articles at the meetings when the matter will be discussed and voted upon.

In proposing these Articles I took into consideration the old Articles, the matter that we had discussed at the last few meetings of the Amendment Committee and the information you gave me on some sheets of paper the other day. I am sure that after this work is finished we will have a final set of Articles. I wrote to the Secretary of State's office at Madison which office sent me the necessary forms for amendment and they also sent me a letter to the effect that quite often corporations will repeal the entire Articles and substitute a new complete set of Articles of Incorporation so long as the business of the corporation remains the same.

Very truly yours,

Paul A. Leeb
PAUL A. LEEB

PAL:plk

Encl:

Copy to: Mr. Jack Doyle
4331 No. Wildwood Ave.
Milwaukee, Wisconsin

PS. Merry Christmas and a Happy New Year!

BY-LAWS
ARTICLE 1
MEMBERS

1 948

(1)

Section 1. Place of meetings.

Regular meetings of the Members shall be held in a Room of the Milwaukee Public Museum located at 818 W. Wisconsin Ave., Milwaukee, Wisconsin or at such other places as designated by the Board of Directors.

Section 2. Annual Meeting.

The annual meeting of the Members of this corporation shall be held on the second last Thursday of May of each year. The election of members of the Board of directors, and officers, shall take place, and the newly elected shall be installed into office on the last Thursday of the regular club season.

It shall be the duty of the Secretary to give five days' notice in writing of such meeting by ordinary mail to each member, said notice to state that the meeting is the annual meeting and the time and place where said meeting will be held and said notice to be addressed to each Member at his address as the same appears upon the records of the corporation; nevertheless, a failure ~~xxx~~ to give such notice shall not effect the validity of such annual meeting or of any proceedings at such meeting providing a quorum of the membership is present. At the annual meeting any business may be transacted which does not, by the laws of the State of Wisconsin, require a special notice.

Section 3 Special Meetings.

All the same.

Section 4 Regular Meetings.

All the same

BY-LAWS

Section 5 Irregular Meetings.

All the same

Section 6. Quorum

All the same

Section 7 Organization

The President, and in his absence the First Vice President, and in his absence the Second Vice President, and in their absence any member chosen by the members present, shall call such meetings and the Secretary of the Corporation shall act as the Secretary of the meeting.

Section 8. Order of Business

All the same

Section 8. Order of Business -(Continued)

All the same

Section 9. Conduct of Meetings.

All the same

Section 10. Conduct of Members at Meetings.

All the same

Section 12. Qualifications for Membership

The membership of the corporation shall be composed of: (1) Regular Members., (2) Associate Members., (3) Student Members., (4) Non-Resident Members., (5) Life Members., (6) Honorary Members.

(1) Candidates for Regular Membership shall hold a United States radio operator's license of at least, GENERAL AMATEUR grade, shall be a member in good standing of the American Radio Relay League, Inc., and have a bona fide interest in amateur radio activities.

(2) Candidates for Associate Membership shall have a bona fide interest in Amateur radio activities. (3) Candidates for Student Membership shall be a full-time student of any institution of learning. (4) Candidates for Non-Resident Membership shall have a bona fide interest in Amateur Radio activities and shall not live within the corporate limits of the County of Milwaukee in the State of Wisconsin, with the provision however that Non-resident Members shall not be deemed voting members of the Corporation. (5) Candidates for Life Membership shall be selected from the Regular Membership

~~XXXXXXXXXXXX~~
of the Corporation by the Board of Directors after ~~That Member has been a member of the Corporation for at least~~ such member has been (a) a Regular Member in good standing continuously for a period of twenty (20) years ~~and has been a member of the Corporation for at least~~

~~and has been a member of the Corporation for at least~~ and has made a formal request in writing, to the Board of Directors for this classification of membership; or has been (C) deemed by the Board of Directors of the Corporation worthy of this Classification because of their outstanding efforts on behalf of the Corporation in promoting, beyond ordinary requirements, the interests of the Corporation as a whole. The provision governing such selection shall depend upon which situation shall be first to occur. All ~~the~~ provisions of Regular Membership shall govern this class of Membership. (6) Candidate for Honorary Membership shall be selected by the Board of Directors from any list or lists of individuals who have contributed outstanding service to or for Amateur Radio, with ~~the~~ provision however, that Honorary Members shall not be deemed voting members of the Corporation.

Section 13. Fees.

All new members of said Corporation (except Honorary Members) shall pay an initiation fee of One Dollar (\$1.00). Regular Members and Associate Members shall pay annual dues of Three Dollars (\$3.00). Student and Non-Resident Members shall pay annual dues of Two Dollars (\$2.00). All dues are to be paid within the first 30 days of the Club season.

Honorary Members shall be deemed to be non-contributing members and shall not be considered liable for any payment of dues, fees or assessments chargeable to other classes of membership.

All Members in good standing who enter any of the armed services of the United States of America shall, upon written request or upon request of two (2) or more Directors of the Corporation, be deemed eligible for a leave of absence which will free such individuals from any payments of dues, fees, or assessments for such period of time of service in the armed forces of the United States of America as may be required by law.

Such members shall not forfeit any privileges due them under ordinary circumstances.

ALL Members in good standing who, because of illness or accidents involving their person and whose incapacity is of a prolonged nature, shall, upon request in writing or upon request of two (2) or more directors of the corporation, be deemed eligible for a leave of absence which shall free such members from any payments of dues, fees or assessments for such period of time as such incapacity exists. Such members shall be deemed to be non-participating and shall forfeit all privileges due them under ordinary circumstances, with the provision however that their status as Regular, Associate, Student, or Non-Resident Members may be resumed upon their recovery.

~~Regular, and Associate, and Student Members in good standing, who because of the nature of their employment are called from the County of Milwaukee, State of Wisconsin for a prolonged period of time, shall upon written request be deemed eligible for Non-Resident Membership for such duration, not to exceed five (5) years, as their employment may keep them away; with the provisions however, that their status as regular, Associate or Student Member may be resumed, upon their return.~~

Section 14. Suspension.

All the same.

Section 15 Resignation.

All the same.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers.

The property, affairs and business of this corporation shall be managed and controlled by the Board of Directors consisting of ~~twelve (12)~~ persons. They shall be a Chairman, a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and ~~six (6)~~ Directors. All the Directors and the ~~Officers~~ will be directly elected by the members of the Club, (from among their REGULAR MEMBERS.) ~~and~~ shall hold office until their respective successors are chosen and qualified, with the exception of the Chairman of the Board of Directors who shall be the Immediate Past President, or in his absence or inability to serve, the next

ARTICLE II
BOARD OF DIRECTORS -Continued from page 3.

Section 2. Additional Powers.

All the same

Section 3. Resignation.

All the same

Section 4, 5, 6, ⁽⁷⁾ 8, 9, 10.

All the same.

*delete words crossed out
in section (7)*

Section 11. Organization.

The Chairman and in his absence the President and in his absence the First Vice President and in their absence any Director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as Chairman of such meeting and the Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors but in the absence of the Secretary the presiding officers may appoint any Director to act as Secretary of the meeting.

Section 12. Order of Business.

All the same.

ARTICLE ~~III~~ III
GENERAL OFFICERS.

Section 1. Election

(A) NOMINATING COMMITTEE. There should be a nominating committee consisting of four (4) Regular members, at least two of whom should be former Presidents or Officials of the Club, appointed by the Board of Directors not less than six (6) weeks prior to the annual meeting for the purpose of nominating candidates for the election to the office of President, First Vice President, Second Vice President, Secretary, Treasurer, and Directors. The nominating committee shall be charged with bringing in its reports of selection of candidates to the Club two meetings prior to the annual election held by the members, thus allowing one meeting to intervene for further nominations of candidates for office from the floor. The annual election of officers would then be held the following week which will be the date of the regular annual meeting as prescribed in the existing By-Laws.

(B) DIRECTORS. There shall be six (6) Directors exclusive of Officers. The three (3) Directors receiving the highest number of votes shall be elected for a term of two years and until their successors shall be elected and qualified, and the remaining three (3) Directors shall be elected for a term of one year and until their successors are elected and qualified. Thereafter three (3) Directors will be elected each year, for terms of two years.

(C) VOTING. In all elections for Officers and Directors, each qualified member of the Club shall be entitled to one vote. Each qualified member must vote in person and cannot vote by proxy.

Section 2. Duties.

The principal duties of the several general officers respectively are as follows:

(1) The Chairman of the Board shall be the Immediate Past President. He shall preside at all meetings of the Board of Directors without right to vote except in case of a tie. He shall have supervision of all matters as may be designated to him by the Board of Directors.

In his absence, the President shall preside; in his absence, the Vice Presidents in the order of their seniority. In the absence, of all, a Chairman Protempore may be elected by a majority of those present.

If the Immediate Past President is not available to function as a Chairman of the Board, then the Board of Directors shall elect from the available Past Presidents a Chairman of the Board.

(2) The President, shall preside at all the regular ~~and special meetings of the members~~ and special meetings of the members. He shall be the chief executive officer of the corporation and shall have the general supervision, direction and active management of the property, affairs and business of the corporation, subject to the Board of Directors.

He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors. He shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting in each year and to the Members at their annual meetings and shall, from time to time, report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice.

He shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

(3) The ~~Vice~~ First Vice President, shall discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter. The First Vice President shall have charge of all technical and speaker programs and all other programs of the year as prescribed by the Board of Directors in addition to any other duties as prescribed ~~in the By-Laws~~ from time to time by the By-Laws.

(3) The Second Vice President shall be responsible for promoting membership and stimulating attendance at the meetings of the Club in addition to the general duties as prescribed from time to time in the By-Laws, and take the place of the First Vice President in his absence.

(5) The Secretary
All the same

(6) The Treasurer
All the same
Section 3. Delegation of Duties.
All the same.

Add to section 3
~~The~~ The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. Whenever the Board of Directors may do so order, the offices of Secretary and Treasurer may be held by the same person.

~~The~~ The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

~~There~~ There may be an Executive Secretary whose duties and manner of selection shall be arranged for by the Board of Directors.

ARTICLE IV

COMMITTEES

All the same

ARTICLE V

SEAL

All the same

Article VI

BOOKS AND RECORDS

All the same

Article VII

AMENDMENTS

All the same.

Article VIII

CUSTODIAN

There shall be a Permanent Custodian of the Club. He shall be nominated by the Board of Directors or elected by the members as decided upon in the By-Laws or by a special By-Law created for said purpose. He shall be charged with watching, guarding, caring for and preserving, and accounting to the Club for all property committed to his custody. He shall prepare an inventory and once a year the Board of Directors shall examine said property.

Article VIV

AMENDMENT OF ARTICLES.

These Articles of Incorporation may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members of this corporation by a vote of at least one-half ($\frac{1}{2}$) of the voting members of the corporation unless a greater vote shall be specified in the By-Laws.

State of Wisconsin

MILWAUKEE COUNTY

COURT

PROPOSED AMENDED

ARTICLES OF

INCORPORATION

MILWAUKEE RADIO AMATEURS'
CLUB, INC.

ORIGINAL

Due service of the within

admitted this _____ day
of _____, 19 _____

Attorney for _____

Attorney for _____

PAUL A. LEEB

ATTORNEY AT LAW

329 W. NATIONAL AVE.

MILWAUKEE 4, WISCONSIN

PHONE MITCHELL 5-6445

PAUL A. LEEB

ATTORNEY AT LAW

MILWAUKEE

PROPOSED AMENDED
ARTICLES OF INCORPORATION
OF THE
MILWAUKEE RADIO AMATEURS' CLUB INC.

Whereas the MILWAUKEE RADIO AMATEURS' CLUB, INC. was incorporated on or about the 8th day of March, 1923, and whereas by the lapse of time it is now necessary to amend, clarify, and bring up to date the Articles of Incorporation so that the members will have a more democratic method of selecting their officers and directors and increase the number of directors for further growth of the membership.

Now therefore it is hereby resolved that the present existing Articles of Incorporation of the MILWAUKEE RADIO AMATEURS' CLUB, INC. be entirely repealed and the following amendments be substituted in their place, the purpose of said corporation remaining the same.

AMENDED
ARTICLES OF INCORPORATION

ARTICLE I. NAME OF THE CORPORATION. The name of such corporation is to be "THE MILWAUKEE RADIO AMATEURS' CLUB, INC."

ARTICLE II. PRINCIPAL OFFICES. The location of the principal offices of the Milwaukee Radio Amateurs' Club, Inc. is to be in the City of Milwaukee, County of Milwaukee, State of Wisconsin, and at such place as designated in the By-Laws.

ARTICLE III. SEAL. The corporation shall have a seal as described by the By-Laws.

ARTICLE IV. OBJECTS AND PURPOSES. The objects and purposes of the members of the Milwaukee Radio Amateurs' Club, Inc. shall be to associate themselves together to own, operate and maintain an amateur, special amateur or experimental radio telegraphic and telephonic station or stations; to promote the art and knowledge of radio telegraphy, radio telephony, and allied subjects among its members; to associate or affiliate itself with the American Radio Relay League, Inc., of Hartford, Connecticut, or any other radio telegraphic or telephonic organization or organizations; for the more effective relaying of friendly messages between the different stations, for legislative protection, for orderly operating, and for practical improvement of short-wave radio telegraphic communication; for banding local radio amateurs into a non-commercial organization that could champion their cause and to provide a means whereby the intellectual standing of the members could be collectively raised; and to uphold the laws of radio communication of the United States of America and assist its officials in apprehending offenders thereof, and to do such other additional things in the field of radio and electronics as may from time to time be proposed and approved by the By-Laws.

ARTICLE V. NON-PROFIT CORPORATION. This corporation is formed without capital stock, and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI. MANAGEMENT. The business of this corporation shall be managed and controlled by a Board of Directors consisting of thirteen Directors, six of whom shall be known as executive officers which officers are enumerated as follows: (1) Chairman of the Board, (2) President, (3) First Vice-President, (4) Second Vice-President, (5) Secretary, (6) Treasurer. All the Directors will be directly elected by the members of the club with the exception of the Chairman of the Board of Directors who shall be elected by the Board of Directors.

ARTICLE VII. SELECTION OF DIRECTORS. There shall be a separate election for officers and the following week a separate election for Directors--the dates to be prescribed by the By-Laws.

ARTICLE VIII. ELECTIONS.

I. NOMINATING COMMITTEE. There shall be a Nominating Committee consisting of four Past Presidents of the club appointed by the Board of Directors for the purpose of nominating candidates for the election to the office of President, First Vice-President, Second Vice-President, Secretary and Treasurer. The Nominating Committee shall be charged with bringing in their report of selection of candidates to the club two meetings prior to the annual election held by the members, thus allowing one meeting to intervene for further nominations of candidates as officers from the floor of the club. The annual election of officers would then be held the following week which will be the date of the regular annual meeting of the members as prescribed in the existing By-Laws, said annual meeting being divided into two (2) sessions; election of officers ~~and the following week,~~ election of the ~~balance of Directors other than the officers.~~

2. DIRECTORS. On the day of election the Directors can be nominated and elected directly from the floor. There shall be Seven (7) Directors exclusive of officers. The four (4) Directors receiving the highest number of votes be determined to be elected for a term of two years and until their successors are elected and qualified and the remaining three (3) Directors be determined to be elected for a term of one year and until their successors are elected and qualified. Thereafter wither three (3) or four (4) Directors will be elected, as the case may be, for terms of two years so that there are always some directors with at least one year's experience on the Board.

*Amended
9-2-20*

3. VOTING. In all elections of both classes of Directors each member of the club shall be entitled to one vote. Each member must vote in person and cannot vote by proxy.

ARTICLE IX. MEETING OF THE MEMBERS.

1. The regular meeting of the members of the club shall be held once a week on Thursday at 8:00 P. M. or at such other time and place as selected by the members in the By-Laws.
2. The annual meeting of the members shall be held once a year on day of at or at such other time and place as selected by the members in the By-Laws.

ARTICLE X. MEETING OF THE DIRECTORS.

1. The Regular meeting of the Directors shall be held once a month at a time and place as selected by the Board of Directors in the By-Laws.
2. The annual meeting of the Board of Directors shall be held on the day of or at such other time and place as selected by the Board of Directors in the By-Laws.

ARTICLE XI. DUTIES OF THE OFFICERS.

1. The Chairman of the Board shall be the Immediate Past President. He shall preside at all meetings of the Board of Directors without right to vote except in case of a tie. He shall have supervision of all matters as may be designated to him by the Board of Directors. In his absence, the President shall preside; in his absence, the Vice-President in the order of their seniority. In the absence of all, a chairman pro-tempore may be elected by a majority of those present.

If the Immediate Past-President is not available to function as a chairman of the Board, then the Board of Directors shall elect from the available Past-Presidents a chairman of the Board.

2. The principal duties of the President shall be to preside at all meetings of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the corporation in addition to any other duties as prescribed in the By-Laws.

3. The principal duties of the First Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter. The first Vice-President shall have charge of all technical and speaker programs and all other programs of the year as prescribed by the Board of Directors in addition to any other duties as prescribed in the By-Laws.

4. The Second Vice-President shall have charge of the membership and attendance at the meetings of the Club in addition to the general duties as prescribed in the By-Laws and take the place of the first Vice-President in his absence.

5. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed and to keep a record of the proceedings of the Board of Directors and safely and systematically keep all books, papers, records and documents belonging to the corporation or in any wise pertaining to the business thereof, in addition to any other duties as prescribed in the By-laws.

6. The principal duties of the Treasurer shall be to keep and account for all moneys, credits, and property of any and every nature of the corporation, which shall come into his hands, and to keep an accurate account of all moneys disbursed and to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors. In addition to any other duties as prescribed in the By-laws. Said Treasurer shall be bonded by a suitable bonding company in an amount as prescribed by the Board of Directors.

ARTICLE XII. BOARD OF DIRECTORS' POWERS.

1. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. Whenever the Board of Directors may so order, the offices of Secretary and Treasurer may be held by the same person.

2. The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-laws.

3. There may be an Executive Secretary whose duties and manner of selection shall be arranged for in the By-laws.

ARTICLE XIII. CUSTODIAN. There shall be a Permanent Custodian of the club. He shall be nominated by the Board of Directors or elected by the members as decided upon in the By-laws or by a special By-law created for said purpose. He shall be charged with watching, guarding, caring for and preserving, and accounting to the club for all property committed to his custody. He shall prepare an inventory and once a year the Board of Directors shall examine said property.

custody of Assets Also

ARTICLE XIV. MEMBERSHIP. The membership of the corporation shall consist of the following classifications:

- | | |
|----------------------|-------------------------|
| 1. Regular Members | 4. Life Members |
| 2. Associate Members | 5. Honorary Members |
| 3. Junior Members | 6. Non-Resident Members |

Their qualifications and such other classifications as may be desired shall be specified in the By-Laws.

ARTICLE XV. AMENDMENT OF ARTICLES. These Articles of Incorporation may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members of this corporation by a vote of at least one-half (1/2) of the voting members.

IN WITNESS WHEREOF the MILWAUKEE RADIO AMATEURS' CLUB, INC. has caused these amendments to be signed by _____, its President, duly authorized and countersigned by _____, its Secretary, duly authorized at Milwaukee, Wisconsin this _____ day of _____, 1948.

SIGNED AND SEALED
IN THE PRESENCE OF

MILWAUKEE RADIO AMATEURS' CLUB, INC.

By _____ President

By _____ Secretary

STATE OF WISCONSIN)
) ss.
MILWAUKEE COUNTY)

Personally came before me, this _____ day of _____, 1948, the within named _____, President; and _____, Secretary, to me known to be the persons who executed the foregoing instrument and acknowledged that they executed the same for the said Corporation by its authority.

NOTARY PUBLIC, MILWAUKEE COUNTY, WIS.
My commission expires February 27, 1949.